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Attorneys for Wilmington Trust Company,  
as Indenture Trustee

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                    |   |
|------------------------------------|---|
| -----X                             |   |
| In re:                             | : |
|                                    | : |
| DELPHI CORPORATON, <i>et al.</i> , | : |
|                                    | : |
| Debtors.                           | : |
|                                    | : |
| -----X                             |   |

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

**VERIFIED STATEMENT OF WILMINGTON TRUST  
COMPANY, AS INDENTURE TRUSTEE, PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Wilmington Trust Company, as indenture trustee ("WTC"), by and through its attorneys, Kirkpatrick & Lockhart Nicholson Graham LLP, hereby submits this Verified Statement (the "Statement") of Wilmington Trust Company, as Indenture Trustee, Pursuant to Federal Rule of Bankruptcy Procedure 2019 (the "Statement"):

1. WTC is a banking corporation and trust company organized under the laws of the State of Delaware, with a business address of 1100 North Market Street, Wilmington, Delaware 19890.

2. Pursuant to an Indenture dated as of April 28, 1999 (the "Indenture") between Delphi Automotive Systems Corporation, now known as Delphi Corporation ("Delphi"), as issuer, and The First National Bank of Chicago, as indenture trustee, Delphi issued the following notes and debentures, all of which remain outstanding: (i) \$500,000,000 in

aggregate principal amount of 6.55% Notes Due 2006 (the "2006 Notes"); (ii) \$500,000,000 in aggregate principal amount of 6 ½% Notes Due May 1, 2009 (the "2009 Notes"); (iii) \$500,000,000 in aggregate principal amount of 6.50% Notes Due 2013 (the "2013 Notes"); and (iv) \$500,000,000 in aggregate principal amount of 7 1/8% Debentures Due May 1, 2029 (the "2029 Debentures"; together with the 2006 Notes, the 2009 Notes and the 2013 Notes, the "Notes"). A copy of the Indenture is annexed hereto as Exhibit A.

3. Cede & Co., as nominee for the Depository Trust Company ("DTC"), is the registered holder of the Notes, which are held for the benefit of the beneficial holders thereof, and traded, pursuant to DTC's Fast Automated Securities Transfer system.

4. Pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of September 16, 2005 (the "Tri-Party Agreement"), by and among Delphi, J.P. Morgan Trust Company, N.A. (as successor in interest to First National Bank of Chicago), and WTC, WTC became successor Indenture Trustee under the Indenture. A copy of the Tri-Party Agreement is annexed hereto as Exhibit B.

Dated: New York, New York  
November 16, 2005

KIRKPATRICK & LOCKHART  
NICHOLSON GRAHAM LLP

By: /s/ Edward M. Fox  
Edward M. Fox (EF1619)  
A Member of the Firm  
599 Lexington Avenue  
New York, NY 10022  
(212) 536-3900

Counsel for Wilmington Trust Company,  
as Indenture Trustee

**VERIFICATION AFFIDAVIT**

STATE OF NEW YORK     )  
                                      ) ss.:  
COUNTY OF NEW YORK    )

I, Steven M. Cimalore, hereby declare, under penalty of perjury, that I am a vice president of Wilmington Trust Company. The representations in the foregoing Statement of Wilmington Trust Company, as Indenture Trustee, Pursuant to Federal Rule of Bankruptcy Procedure 2019, dated November 16, 2005 are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Steven M. Cimalore

Sworn to and subscribed before me this  
17th day of November, 2005

  
\_\_\_\_\_  
Notary Public

EDWARD M. FOX  
NOTARY PUBLIC, State of New York  
No. 02-4861589  
Qualified in Westchester County  
Commission Expires May 2006